35856

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: August 31,2008 Estimated average burden hours per response. 16.00

| SEC USE ONLY | | | | | |
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| Name of Offering (check if this is an amendment and name has | s changed, and indi | cate change.) | |
|---|---------------------------------------|----------------------|---------------------|
| Flexible Premium Variable Universal Group Life Insurance Policy- | PPL1265 | | GES REGIS |
| Filing Under (Check b ox(es) that apply): Rule 504 Rule Type of Filing: New Filing Amendment | | 6 Section 4(6) | Gection |
| A. BASIC IDENTI | FICATION DATA | <u> </u> | Alle OB Ann |
| 1. Enter the information requested about the issuer | | | 777 |
| Name of Issuer (check if this is an amendment and name has che Nationwide Private Placement Variable Account | nanged, and indicate | e change.) | Washington, Dc; |
| Address of Executive Offices (Number and Street, City, St | tate, Zip Code) | Telephone Number (In | ncluding Area Code) |
| One Nationwide Plaza, Columbus, OH 43215 | (| (614) 249-7111 | |
| Address of Principal Business Operations (Number and Street, Code) (if different from Executive Offices) | City, State, Zip | Telephone Number (I | ncluding Area Code) |
| Brief Description of Business | | | |
| Variable Insurance Products | | | PROCESSED |
| Type of Business Organization | · · · · · · · · · · · · · · · · · · · | | - PKOCE30ED |
| corporation limited partnership, already formed | other (please | specify) | SEP 1 1 2008 |
| business trust limited partnership, to be formed | Insurance Compar | ny Separate Account | PEUTE |
| Year Actual or Estimated Date of Incorporation or Organization | Month Year | | THOMSON REUIE |
| • | [05] [98] | Actual Estin | mated |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S CN for Canada, FN | | | |

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

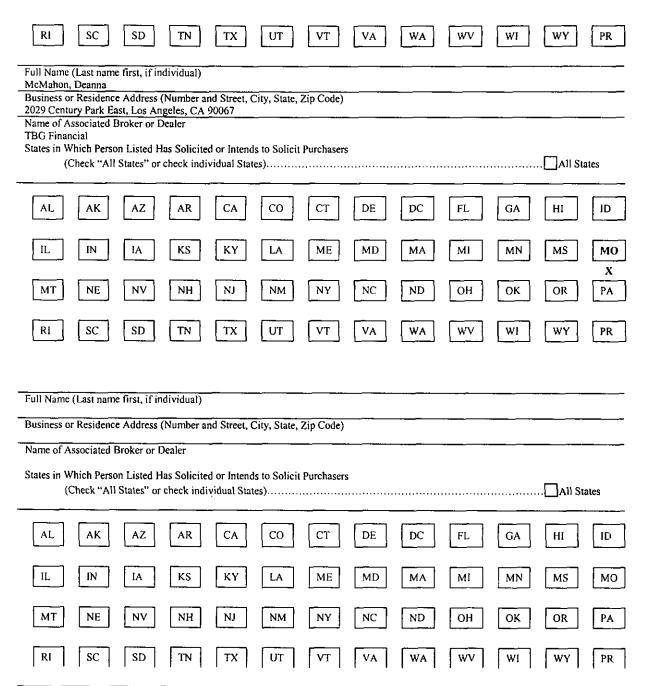
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

| F-21 2 (2) 11 - 12 | | ATTENT | | | |
|--|--|--|--|------------------|---------------------------------------|
| Failure to file notice in the appropriate federal notice. | | | | | |
| Persons who respond to the currently valid OMB contro | | ormation contained in thi | s form are not required t | o respond unles | ss the form displays a |
| | | A. BASIC IDENTIFI | CATION DATA | | |
| Each benefic of equity securiti Each executi issuers; and | er of the issuer, it is all owner having es of the issuer, ive officer and di | or the following: If the issuer has been orgother to vote or dis | anized within the past fi spose, or direct the vote rs and of corporate gene | or disposition o | f, 10% or more of a class |
| - Lacit genera | ranu managing p | arther or partnership issu | ucis. | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, Alutto, Joseph A. | if individual) | | | | |
| Business or Residence Addi One Nationwide Plaza, Colu | | | Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, Brocksmith, Jr. James G. | if individual) | | | | |
| Business or Residence Addi One Nationwide Plaza, Coli | | | Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, Eckel, Keith W. | if individual) | | | | · · · · · · · · · · · · · · · · · · · |
| Business or Residence Addi One Nationwide Plaza, Col | • | | Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, Miller de Lombera, Martha | • | | | | |
| Business or Residence Add One Nationwide Plaza, Col- | | | Code) | | |

| | | - k-4 | | |
|---|--|--|-------------------|---------------------------------|
| Check Box(es) that Apply: Pro | moter Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| P. White Classes Care Co. | LD | | | |
| Full Name (Last name first, if individ Jurgensen, W.G. | nuai) | | | |
| Business or Residence Address (Num | | Code) | | |
| One Nationwide Plaza, Columbus, O | H 43215 | | | |
| Check Box(es) that Apply: Pro | moter Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individ Marshall, Lydia M. | lual) | | | |
| Business or Residence Address (Num One Nationwide Plaza, Columbus, O | nber and Street, City, State, Zip H 43215 | Code) | | |
| Check Box(es) that Apply: Pro | moter Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individ Miller, David O. | lual) | | | |
| Business or Residence Address (Num One Nationwide Plaza, Columbus, O | | Code) | | |
| (I ise blaz | nk sheet, or copy and use addition | anal conies of this sheet | ac necessary) | - |
| (030 0141 | in street, or copy and use addition | mar copies of this siece, | us necessary) | |
| | B. INFORMATION | ABOUT OFFERING | | |
| | | | | |
| 1. Has the issuer sold, or does | | on-accredited investor endix, Column 2, if fil: | | |
| 2. What is the minimum invest | | | | |
| 3. Does the offering permit join | nt ownership of a single unit | ? | ••••• | |
| 4. Enter the information reques | sted for each person who has | heen or will be naid o | or given direc | tiv or |
| indirectly, any commission | | | | |
| sales of securities in the offe | | | | |
| or dealer registered with the more than five (5) persons to | | | | |
| forth the information for tha | | sons of such a proker | or dealer, you | may set |
| Full Name (Last name first, if individ | | | | |
| Morris, Dennis Business or Residence Address (Nun | nher and Street City. State. Zin. | Code) | | |
| 2029 Century Park East, Los Angeles | s CA 90067 | | | |
| Name of Associated Broker or Deale TBG Financial | Г | | | |
| States in Which Person Listed Has So | olicited or Intends to Solicit Pur | chasers | | |
| (Check "All States" or chec | ck individual States) | | ***************** | All States |
| | | | | |
| AL AK AZ A | AR CA CO | CT DE DO | FL | GA HI ID |
| IL IN IA K | KS KY LA | ME MD MA | A MI | MN MS MO |
| | | | | X |
| MT NE NV | MN LN H | NY NC NI | ОН | OK OR PA |
| | | | | |



(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF F | ROCEEDS | |
|------------|---|-----------------------------|------------------------|
| | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | |
| | of the securities offered for exchange and already exchanged. Type of Security | Aggregate Offering Price | Amount Already Sold |
| | Debt | \$ | \$ |
| | Equity. | \$ | <u>*</u> |
| | Common Preferred | J | <u> </u> |
| | Convertible Securities (including warrants) | \$ | c |
| | Partnership Interests | \$ \$ | \$ S |
| | Other (Specify: Variable Life Insurance | \$12,202,700 | \$ <u></u> |
| | Policy) | \$12,202,700 | 39,100,917 |
| | Total | \$12,202,700 | \$9,160,917 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | + , , | , , , , |
| ! . | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | |
| | · | Number | Aggregate |
| | | Investors | Dollar Amount |
| | | | Of Purchases |
| | Accredited Investors | 1 | \$9,160,917 |
| | Non-accredited Investors | | \$ |
| | Total (for filings under Rule 504 only) | 1 | \$9,160,917 |
| | Answer also in Appendix, Column 4, if filing under ULOE. | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1. | Type of | Dollar Amount |
| | Type of Offering | Security | Sold |
| | Rule 505 | | \$ |
| | Regulation ARule 504 | | 2 |
| | Total | | <u></u> |
| | rotal | | 3 |
| 1. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | | \$ |
| | Printing and Engraving Costs | Ē | \$ |
| | Legal Fees | Ē | \$ |
| | Accounting Fees | Ħ | \$ |
| | Engineering Fees | Ħ | \$ |
| | Sales Commissions (specify finder's fees separately) | H | \$347,074 |
| | Other Expenses (identify) | H | \$ |
| | Total | 님 | \$347,074 |
| | 10uu | | ###1501# |
| | b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." | | \$11,855,626 |

| 5. | or proposed to be use any purpose is not kr of the estimate. The | nount of the adjusted gross proceed to the issuer used of for each of the purposes show. If the amount for nown, furnish an estimate and check the box to the left total of the payments listed must equal the adjusted issuer set fort in response to Part C – Question 4.b. | | - |
|---|--|---|--|-----------------------|
| | | | Payments to Officers, Directors, & Affiliates | Payments to Others |
| | | | <u></u> | <u></u> |
| | | tateleasing and installation of machinery | □s | |
| | | | | □s |
| | Construction or lea | sing of plant buildings and facilities | s | |
| | involved in this of | er businesses (including the value of securities Fering that may be used in exchange for the assets | <u></u> \$ | s |
| | | ther issuer pursuant to a merger)btedness | □\$ | |
| | Working capital | | | □s |
| | Other (specify): _ | | | s |
| | | | s | □s |
| | Column Totals | | □s | □s |
| | Total Payments Li | sted (column totals added) | \$ | |
| | | D. FEDERAL SIGNATURE | | |
| is filed unde U.S. Securiti | r Rule 505, the folloes and Exchange Co | otice to be signed by the undersigned duly authorize owing signature constitutes an undertaking by the emmission, upon written request of its staff, the interestor pursuant to paragraph (b)(2) of Rule 502. | issuer to furnish | to the |
| Issuer (Print Nationwide I Variable Acc | Private Placement | Signature Van Den | 8/6/08 | |
| Name of Sig April VanDe | ner (Print or Type) rvort | Title of Signer (Print or Type) Associate Vice President | | |
| Inter | ntional misstatements | or omissions of fact constitute federal criminal violat | ions. (See 18 U.S | .C. 1001.) |

| | E. STATE SIGNATURE | | |
|----|---|---------------------|--------------------|
| 1. | Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule? | Yes | No ⊠ |
| | See Appendix, Column 5, for state response. | | |
| 2. | The undersigned issuer hereby undertakes to furnish to any state administrator filed a notice on Form D (17 CFR 239.500) at such times as required by state la | | ich this notice is |
| 3. | The undersigned issuer hereby undertakes to furnish to the state administrators furnished by the issuer to offerees. | , upon written req | uest, information |
| 4. | The undersigned issuer represents that the issuer is familiar with the conditions to the Uniform limited Offering Exemption (ULOE) of the state in which this the issuer claiming the availability of this exemption has the burden of establis been satisfied. | notice is filed and | understands that |
| | | | |

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) |
|------------------------------|
| Nationwide Private Placement |

Variable Account

Variable Account

april Van Des

8/6/08

Name of Signer (Print or Type) April VanDervort Title of Signer (Print or Type) Associate Vice President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

| | T | | | A | PPENDIX | | | | | |
|-------|--------|--|--|---|---------|--|---|-----|----|--|
| 1 | | 2 . | 3 | | | 4 | | | 5 | |
| | to not | nded to sell n-accredited tors in State t B-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item2) | | | Type of investor and amount purchased in State (Part C-Item2) | | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | |
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| MS | | | | | | | | |
| | | | Variable Life | | | | | |
| МО | | _ | Insurance | 1 | 9,160,917 | | | i — I |
| | | 1 | 12,202,700 | | | | | |
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| | | | | A | PPENDIX | | | | | |
|---|-----|----|---|--------------------------------------|---------|--|--------|--|----|--|
| i | | 2 | 3 | 3 4 | | 4 | | | | |
| Intended to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1) | | | Type of investor and amount purchased in State (Part C-Item2) | | | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | |
| PA | | | | | | | | | | |
| RI | | | | | ,, | | | | | |
| SC | | | | | | | | | | |
| SD | | | | | | | | | | |
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| PR | | <u></u> | | | ļ | | <u> </u> |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner | | | | | | | |
| Full Name (Last name first, if individual) Patterson, James F. | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 | | | | | | | |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner | | | | | | | General and/or Managing Partner |
| Full Name (Last name first, if individual) Prothro, Gerald D. | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 | | | | | | | |
| Check Bo | x(es) that Ap | ply: | Promoter | Beneficial Owner | Executive Offic | er 🛛 Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Shisler, Arden L. | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 | | | | | | | |
| Check Bo | x(es) that Ap | ply: | Promoter | Beneficial Owner | Executive Offic | er 🛮 Director | General and/or Managing Partner |
| Full Name Shumate, | | first, i | findividual) | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 | | | | | | | |
| Check Bo | x(es) that Ap | pply: | Promoter | Beneficial Owner | Executive Offic | er Director | General and/or Managing Partner |
| | e (Last name Thomas F. | first, i | f individual) | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Place, Columbus, OM, 42215 | | | | | | | |

